

9-174A044

226

14863-RR

14863-SS

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD*
CHARLES T. KAPPLER
JOHN H. DOYLE*
RICHARD N. BAGENSTOS
JAMES C. MARTIN, JR.*

*ALSO ADMITTED IN NEW YORK
*ALSO ADMITTED IN MARYLAND

LAW OFFICES
ALVORD AND ALVORD

200 WORLD CENTER BUILDING

918 SIXTEENTH STREET, N.W.

WASHINGTON, D.C. 20006-2973

20006-2973

(202) 393-2266 INTERSTATE COMMERCE COMMISSION

OF COUNSEL
URBAN A. LESTER

CABLE ADDRESS
"ALVORD"

TELEX
440367 A AND A

TELEFAX
(202) 393-2156

RECORDATION NO. 14863-SS
FILED 1483

JUN 23 1989 -3 05 PM

June 23, 1989

INTERSTATE COMMERCE COMMISSION

Ms. Noretta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two fully executed copies of (1) a Supplement No. 21 dated June 21, 1989 to Schedule B Annexed to Bridge Loan, Chattel Mortgage and Security Agreement, dated December 13, 1985, between ACF Industries, Incorporated, Debtor, and Norstar Bank, Individually and as Agent (the "Loan Agreement") and (2) a Supplement No. 21 dated June 21, 1989 to Schedule I Annexed to Assignment of Leases, dated as of December 13, 1985, by ACF Industries, Incorporated, Assignor, to Norstar Bank, as Agent (the "Lease Assignments").

The enclosed secondary documents relate to the Loan Agreement and the Lease Assignments, which were duly filed and recorded at 12:10 p.m. on December 16, 1985 and assigned Recordation Numbers 14863 and 14863-A, respectively.

The names and addresses of the parties to the enclosed documents are:

Mortgagor/Assignor: ACF Industries, Incorporated
3301 Rider Trail South
Earth City, Missouri 63045

Mortgagee/Assignee: Norstar Bank
40 Main Street
Hempstead, New York 11531

A description of the railroad equipment covered by the enclosed documents is set forth in Exhibit A attached hereto and made a part hereof.

JUN 23 2 53 PM '89
NOTICE OPERATING UNIT

C.T. Kappler
C. Alvord

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
June 23, 1989
Page Two

The undersigned is agent for the Mortgagor/Assignor named above for the purpose of submitting the enclosed documents for filing and recordation.

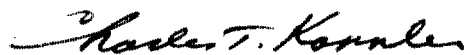
Also enclosed is a check in the amount of \$26 payable to the order of the Interstate Commerce Commission covering the required recordation fees.

Kindly return stamped copies of the enclosed documents to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed secondary documents to appear in the Commission's Index is:

Supplement No. 21 dated June 23, 1989 to Schedule B Annexed to Bridge Loan, Chattel Mortgage and Security Agreement dated December 13, 1985; and Supplement No. 21 dated June 23, 1989 to Schedule I Annexed to Assignment of Leases dated as of December 13, 1985, covering the release and deletion of railcars.

Very truly yours,


Charles T. Kappler

Enclosures

EXHIBIT ASCHEDULE I

<u>CAR NUMBERS</u>	<u>NO. OF CARS</u>	<u>AAR DESG.</u>	<u>COST</u>
ACFX 41078-41127	50	C214	\$ 2,334,100
" 41675-41749	75	"	3,678,975
" 41750-41799	50	"	2,369,300
" 65146-65198	53	"	2,442,611
" 65556-65557	25	"	1,228,700
" 65560			
" 65562			
" 65565			
" 65568			
" 65580			
" 65582-65583			
" 65585-65600			
" 65851-65857	7		
SOO 101051-101070	21	C614	1,379,826
" 101072			
ACFX 51663-51672	10	"	664,230
" 51796-51821	46	"	2,947,387
" 51823-51842			
ACFX 51856-51858	5	"	326,465
" 51862			
" 51869			
" 72592-72597	6	T104	277,332
" 73504	2	T564	130,194
ACFX 73507			
" 77417-77426	10	"	473,720
" 77427-77428	2	"	186,906
" 77475-77485	11	"	664,026
" 77430-77468	39	T907	1,999,803

Interstate Commerce Commission
Washington, D.C. 20423

6/23/89

OFFICE OF THE SECRETARY

Charles T. Kappler

Alvord & Alvord

918 16th St. N.W.

Washington, D.C. 20006

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/23/89 at 3:05pm, and assigned recordation number(s). 14863-RR & 14863-SS

Sincerely yours,

Narta L. McGee

Secretary

Enclosure(s)

14863-RR.

RECORDED BY 14863-RR
FILED 1425

SUPPLEMENT TO BRIDGE LOAN,
CHATTEL MORTGAGE
AND SECURITY AGREEMENT

JUN 23 1989 - 3 05 PM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 21
TO
SCHEDULE B
ANNEXED TO BRIDGE LOAN, CHATTEL MORTGAGE
AND SECURITY AGREEMENT
DATED DECEMBER 13, 1985
BETWEEN
ACF INDUSTRIES, INCORPORATED
("DEBTOR")
AND
NORSTAR BANK, INDIVIDUALLY AND AS AGENT ("AGENT")

WHEREAS, Debtor and the Agent (as successor in interest to Fleet National Bank) are parties to a certain Bridge Loan, Chattel Mortgage and Security Agreement dated December 13, 1985 (as heretofore amended, modified or supplemented, the "Loan Agreement") pursuant to which the Banks (as defined therein) have agreed to lend certain sums to Debtor (the "Loans");

WHEREAS, pursuant to the Loan Agreement, Debtor is obligated from time to time to deliver to the Agent this Supplement to Bridge Loan, Chattel Mortgage and Security Agreement, and it is a condition precedent to the obligation of the Banks to make or maintain the Loans that Debtor shall execute and deliver to the Agent this Supplement to Bridge Loan, Chattel Mortgage and Security Agreement;

NOW, THEREFORE, the parties hereto hereby agree as follows:

1. Schedule B to the Loan Agreement is hereby amended by deleting therefrom the following described Collateral (as

defined in the Loan Agreement), which Collateral is hereby released from the liens and encumbrances created under and pursuant to the Loan Agreement:

See Schedule I annexed hereto and made a part hereof.

IN WITNESS WHEREOF, the parties hereto have caused this Supplement to be duly executed this 21st day of June, 1989.

ACF INDUSTRIES, INCORPORATED

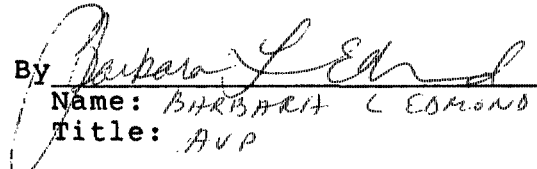
By


Name: ~~Robert J. Mitchell~~ A. D. Kingsley

Title: ~~Treasurer~~ Vice Chairman
ACF Industries


NORSTAR BANK, individually and as
Agent

By


Name: BARBARA L. EDMOND
Title: AVP

STATE OF NEW YORK)
 : ss.:
COUNTY OF WESTCHESTER)

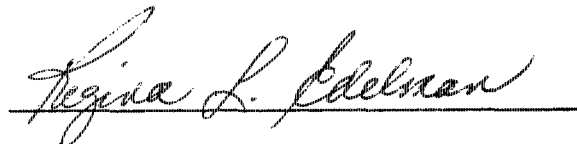
On this 20th day of June, 1989, before me personally came Alfred D. Kingsley, to me known, who being to me duly sworn, did depose and say that he resides at 37 Greenway South, Forest Hills, New York 11375, that he is the Vice Chairman of ACF INDUSTRIES, INCORPORATED, the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the board of directors of said corporation, and that he signed his name thereto by like order.



ELSA ACOSTA
Notary Public, State of New York
No. 60-4900859
Qualified in Westchester County
Commission Expires July 13, 1989

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On this 21st day of June, 1989, before me personally came Barbara L. Edmond, to me known, who being to me duly sworn, did depose and say that she resides at 3 Mahan Rd, Old Bethpage, L.I., NY that she is a Vice President of NORSTAR BANK, the bank described in and which executed the foregoing instrument; and that she signed her name thereto by order of the board of directors of said bank.



REGINA L. EDELMAN
NOTARY PUBLIC, State of New York
No. 41-4505178
Qualified in Queens County
Commission Expires February 28, 1990

SCHEDULE I

<u>CAR NUMBERS</u>	<u>NO. OF CARS</u>	<u>AAR DESG.</u>	<u>COST</u>
ACFX 41078-41127	50	C214	\$ 2,334,100
" 41675-41749	75	"	3,678,975
" 41750-41799	50	"	2,369,300
" 65146-65198	53	"	2,442,611
" 65556-65557	25	"	1,228,700
" 65560			
" 65562			
" 65565			
" 65568			
" 65580			
" 65582-65583			
" 65585-65600			
" 65851-65857	7		
SOO 101051-101070	21	C614	1,379,826
" 101072			
ACFX 51663-51672	10	"	664,230
" 51796-51821	46	"	2,947,387
" 51823-51842			
ACFX 51856-51858	5	"	326,465
" 51862			
" 51869			
" 72592-72597	6	T104	277,332
" 73504	2	T564	130,194
ACFX 73507			
" 77417-77426	10	"	473,720
" 77427-77428	2	"	186,906
" 77475-77485	11	"	664,026
" 77430-77468	39	T907	1,999,803